

NOTICE is hereby given of the One Hundred and Twenty First (121st) Annual General Meeting of the Badminton Association of England Limited.



Date:	Saturday 22 June 2024
Time:	<p>2.00 pm</p> <ul style="list-style-type: none"> ▪ A buffet lunch will be available from 1:00pm -1:45pm in the Bar Area. ▪ Delegates, please report to the Registration Desk in the Bar Area. Please endeavour to register your attendance (including collection of voting slips [if applicable]) between 12:45pm – 1:45pm. ▪ The AGM will begin at 2:00pm.
Venue:	National Badminton Centre, Milton Keynes, MK8 9LA
Voting Delegates:	<ul style="list-style-type: none"> ▪ Member Organisations (one Voting Delegate for each County Badminton Association, Badminton Line Judges Association of England and Badminton Umpires Association of England) ▪ The President ▪ Vice Presidents ▪ Elected Members
Non-Voting Delegates:	<ul style="list-style-type: none"> ▪ Member Organisations (one Non-Voting Delegate for each County Badminton Association, Badminton Line Judges Association of England and Badminton Umpires Association of England) ▪ Honorary Vice Presidents ▪ Board of Directors ▪ Senior Management Team ▪ Other invited individuals
Accompanying Papers:	<ul style="list-style-type: none"> ▪ Minutes from General Meeting held on 2 May 2024, Paper No: AGM/2024/01 ▪ Annual Report 2023/24, Paper No: AGM/2024/02 ▪ Audited Financial Statements, Paper No: AGM/2022/03 ▪ Notification of Resolutions, Paper No: AGM/2022/04 ▪ Updated Articles and Track Changes Version, Paper No: AGM/2022/05/05a ▪ Form of Proxy: Every Voting Member has the right to appoint a proxy (s. 324 Companies Act 2006 (the "2006 Act")) via the form attached.

			Voting Details
1.	Quorum, Welcome and In memorium		
1.1	To ascertain a Quorum. <i>Pursuant to Article 42.2, the quorum for General Meetings is 15 Voting Members present in person or by proxy, subject Article 45.6.</i>	Verbal	N/A
1.2	Welcome from the Chair	Verbal	N/A
1.3	To observe one minute's silence for those who have passed away during the last year		N/A
2	Minutes		
2.1	To confirm the minutes of the General Meeting that took place on 02 May 2024	Paper No. AGM/2024/01	By simple majority of votes cast.
3	Annual Report		
3.1	To receive from the Board of Directors, the Annual Report on the activities of the Association since the previous Annual General Meeting	Paper No. AGM/2024/02	N/A
3.2	To receive a presentation from Sue Storey, Chief Executive		N/A
4	Audited Financial Statements		
4.1	To receive from the Board the Association's audited financial statements for the year ended 31 March 2024 (as per Article 38.2.1)	Paper No: AGM/2024/03	N/A
5	Resolutions	Paper No: AGM/2024/04	
5.1	To elect the President for a three year term of office as per Articles 29 and 32.		N/A - to be declared elected unopposed in accordance with Article 32.5
5.2	To re-elect Mark King to the position of Elected Director of the Association for a second three-year term of office as per Articles 20 and 25.		N/A - to be declared elected unopposed in accordance with Article 25.4.
5.3	To elect five Elected Directors of the Association for a first three-year term of office as per Articles 20 and 25.		N/A - to be declared elected unopposed in accordance with Article 25.4.
5.4	To elect Alison Odell CBE as Vice President for a three-year term of office as per		N/A - to be declared elected unopposed in accordance with

	Articles 30 and 32.		Article 32.5.
5.5	To receive the recommendation from the Board of Directors to appoint Mrs Nora Perry MBE to the position of Honorary Vice President as per Article 39.10.		By simple majority of votes cast.
5.6	To receive the recommendation from the Board of Directors to appoint Mr. Geoff Hinder to the position of Honorary Vice President as per Article 39.10.		By simple majority of votes cast.
5.7	That, with effect from the conclusion of the meeting, the draft articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairman on every page, be adopted as the articles of association of the Association in substitution for, and to the exclusion of, the Association's existing articles of association.	Paper No: AGM/2024/05 Paper No: AGM/2024/05a	In accordance with Article 53.2.2, the creation, variation and revocation of the articles requires a Special Resolution, as required by the 2006 Companies Act, and will only be passed if 75% or more of the votes cast by Voting Members at an Annual General Meeting are in favour.
5.8	To confirm that Crowe UK be appointed as auditors of the Association, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting, at a remuneration to be fixed by the Board of Directors (as per Article 38.2.2).		By simple majority of votes cast.
6	Any other business		
6.1	Presentation of the shield to the County Badminton Association achieving the highest percentage increase in Membership for 2023/24.		N/A
6.1	The Chair invites questions from the Voting Members and other Invitees.		N/A

End of Formal Meeting

Notes to the Notice of Annual General Meeting

Details of how to attend, participate and vote in person at the AGM are set out in the Notice of Annual General Meeting. These notes deal with how to appoint a proxy to vote on a member's behalf.

Attendance

1. In accordance with Article 40 the Articles of the Association ("**Articles**"), members can register for the Annual General Meeting ("**AGM**") using the following link: <https://forms.office.com/e/sVTHyKaSVg>. The AGM will be held as a face to face meeting, at the National Badminton Centre, Milton Keynes, MK8 9LA.

Proxies

2. If you are a member who is entitled to attend and vote at the meeting, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. Members are advised to appoint the Chair as their proxy but if a member wishes to appoint someone else as its proxy, it must do so in accordance with paragraph 3 below.
3. A proxy does not need to be a member of the Association but must attend the meeting to represent you. To appoint as your proxy a person other than the Chair, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chair will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chair, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
4. The appointment of a proxy will not prevent you from subsequently attending and voting at the meeting. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an X. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. Members should submit their votes via proxy as early as possible, and in any event no later than the date set out in paragraphs 7 and 9 of these notes.
7. To appoint a proxy using this form in hard copy, such form must be:
 - a. completed and signed, or otherwise authenticated in accordance with these notes and the Articles;
 - b. sent or delivered to the Association at Badminton England, Bradwell Road, Milton Keynes, MK8 9LA; and
 - c. received by the Association no later than Thursday 20 June 2024 at 2pm, and please see paragraphs 8 & 9 below if you wish to appoint a proxy electronically rather than in hard copy.
8. As an alternative to completing a hard-copy proxy form, you can appoint a proxy electronically by:
 - a. emailing the signed, or otherwise authenticated in accordance with these notes and the Articles, form to ea@badmintonengland.co.uk
9. For an electronic proxy appointment to be valid:
 - a. if sending the form via email, your appointment must be received by the Association no later than Thursday 20 June 2024 at 2pm.
10. In the case of a Voting Member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company, or otherwise authenticated in accordance with these notes and the Articles.
11. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
12. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

13. To terminate a proxy instruction, you will need to inform the Association by sending an e-mail to ea@badmintonengland.co.uk to be received no later than Thursday 20 June 2024 at 2pm.

Communication

14. Members who have general queries about the meeting should contact Sue Storey via email at suestorey@badmintonengland.co.uk (no other methods of communication will be accepted).